

**IN THE UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

<i>In re</i>	:	Chapter 11
	:	Case No. 01-01139 (JKF)
W. R. GRACE & CO., <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors.	:	Objection Deadline: September 2, 2004
	:	Hearing Date: TBD, if necessary

**SUMMARY COVERSHEET TO THIRTY-NINTH INTERIM FEE APPLICATION  
OF PITNEY HARDIN LLP  
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR JUNE 1, 2004 THROUGH JUNE 30, 2004**

Name of Applicant:	<b>Pitney Hardin LLP</b>
Authorized to Provide Professional Services to:	<b>W. R. GRACE &amp; CO., <i>et al.</i></b>
Date of Retention:	<b>May 30, 2001 (<i>nunc pro tunc</i> to April 2, 2001)</b>
Period for which compensation and reimbursement is sought:	<b>June 1, 2004 – June 30, 2004</b>
Amount of Compensation sought as actual, reasonable and necessary:	<b>\$181,394.50</b>
Amount of Expense Reimbursement Sought as actual, reasonable and necessary	<b>\$41,141.14</b>
This is a: <input checked="" type="checkbox"/> monthly ____ quarterly interim ___ final application	

The total time expended for fee application preparation is approximately 10 hours and the corresponding compensation requested is approximately \$2,000.00.<sup>1</sup>

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<sup>1</sup> Applicant will apply to recover compensation relating to this Fee Application in a subsequent application.

		REQUESTED		APPROVED	
Date Filed Docket No.	Period Covered	Fees	Expenses	Fees	Expenses
August 14, 2001 #793 CNO filed September 20, 2001 #943	4/2/01 – 4/30/01	\$13,859.50	\$7,239.68	Approved @ 80% (\$11,087. 60)	Approved @ 100%
August 14, 2001 #794 CNO filed September 20, 2001 #944	5/1/01 – 5/31/01	\$37,837.50	\$10,539.48	Approved @ 80% (\$30,270. 00)	Approved @ 100%
August 14, 2001 #795 CNO filed September 20, 2001 #946	6/1/01 – 6/30/01	\$29,079.00	\$10,548.57	Approved @ 80% (\$23,263. 20)	Approved @ 100%
August 14, 2001 #796; Approved 11/25/02 #3091	4/2/01 – 6/30/01	\$80,776.00	\$28,327.73	Approved @ 100%	Approved @ 100%
September 27, 2001 #967  Amended Exhibit B October 30, 2001 #1050  CNO filed October 31, 2001 #1062	7/1/01 – 7/31/01	\$33,349.00  Volun- tarily Reduced to \$32,429.00	\$11,075.18	Approved @ 80% (\$25,943. 20)	Approved @ 100%
October, 31, 2001 #1046 CNO filed November 28,2001 #1259	8/1/01 – 8/31/01	\$60,105.00	\$8,715.77	Approved @ 80% (\$48,084. 00)	Approved @ 100%

Date Filed Docket No.	Period Covered	REQUESTED		APPROVED	
		Fees	Expenses	Fees	Expenses
November, 30, 2001 #1292 CNO filed 12/21/01 #1419	9/1/01 – 9/30/01	\$94,112.50	\$10,714.88	Approved @ 80% (\$75,290. 00)	Approved @ 100%
December 4, 2001 #1305 CNO filed 12/27/01 #1423	4/2/01 – 12/3/01	\$240,000.00	\$0.00	Contingency Matter Approved @80% (\$192,000. 00)	N/A
December, 11, 2001 #1331 CNO filed 1/9/02 #1477	10/1/01 – 10/31/01	\$68,805.50	\$23,481.14	Approved @ 80% (\$55,044. 40)	Approved @ 100%
January 9, 2002 #1481; Approved 11/25/02 #3091	7/1/01 – 9/30/01	\$186,646.50	\$30,505.83	Approved @ 100%	Approved @ 100%
February 26, 2001 #1723 CNO filed 4/17/02 #1936	11/1/01 – 11/30/01	\$62,334.50	\$7,507.05	Approved @ 80% (\$49,867. 60)	Approved @ 100%
February 26, 2001 #1722 CNO filed 4/17/02 #1937	12/1/01 – 12/31/01	\$85,347.50	\$10,019.15	Approved @ 80% (\$68,278. 00)	Approved @ 100%
March 27, 2002 #1868 CNO filed 4/18/02 #1942	1/1/02 – 1/31/02	\$38,823.00	\$11,182.95	Approved @ 80% (\$31,058. 40)	Approved @ 100%
March 28, 2002 #1871; Approved 11/25/02 #3091	10/1/01 – 12/31/01	\$456,487.00	\$28,241.08	Approved @ 100%	Approved @ 100%

Date Filed Docket No.	Period Covered	REQUESTED		APPROVED	
		Fees	Expenses	Fees	Expenses
April 17, 2002 #1938 CNO filed 5/9/02 #2031	2/1/02 – 2/28/02	\$67,270.10	\$8,972.08	Approved @ 80% (\$53,816. 08)	Approved @ 100%
May 6, 2002 #2061 CNO filed 6/7/02 #2187	3/1/02 – 3/31/02	\$30,424.00	\$6,076.45	Approved @ 80% (\$24,339. 20)	Approved @ 100%
June 19, 2002 #2259-60 (Objections due July 9, 2002; Hearing date August 26, 2002)	1/1/02 – 3/31/02	\$136,517.10	\$26,231.48	Approved @ \$130,255.00	Approved @ 100%
June 12, 2002 # 2208 CNO filed 7/9/02 #2349	4/1/02 – 4/30/02	\$33,180.00	\$1,119.59	Approved @ 80% (\$26,544. 00)	Approved @ 100%
July 9, 2002 #2349 CNO filed 7/30/02 #2468	5/1/02 – 5/31/02	\$10,995.50	\$9,230.90	Approved @ 80% (\$8,796.40)	Approved @ 100%
August 23, 2002 #2596 CNO filed 9/17/02 #2696	6/1/02 – 6/30/02	\$28,403.00	\$3,922.05	Approved @ 80% (\$22,722. 40)	Approved @ 100%
September 20, 2002 #2719 and 2721; Approved 11/25/02 #3092	4/1/02 – 6/30/02	\$72,578.50	\$14,272.56	Approved @ 100%	Approved @ 100%
October 22, 2002 #2858 CNO filed 11/13/02 #2971	7/1/02 – 7/31/02	\$102,925.00	\$17,692.88	Approved @ 80% (\$82,340. 00)	Approved @ 100%
November 14, 2002 #2977 CNO Filed 12/11/02 # 3139	8/1/02 – 8/31/02	\$51,745.50	\$7,075.39	Approved @ 80% (\$41,396. 40)	Approved @ 100%
November 20, 2002 #3039 CNO filed 12/11/02 # 3135	9/1/02 – 9/30/02	\$29,291.10	\$4,744.95	Approved @ 80% (\$23,432. 88)	Approved @ 100%

Date Filed Docket No.	Period Covered	REQUESTED		APPROVED	
		Fees	Expenses	Fees	Expenses
November 27, 2002 #3084 & #3087 Order filed 3/14/03; #3511	7/1/02 – 9/30/02	\$183,969.60	\$29,513.22	Approved for \$182,143.10	Approved
December 16, 2002 #3165 CNO filed 1/14/03 #3250	10/1/02 – 10/31/02	\$26,061.00	\$5,340.26	Approved @ 80% (\$20,848. 80)	Approved @ 100%
December 27, 2002 #3198 Order signed 3/3/03 # 3446	4/4/01 – 12/3/01	\$240,000.00	N/A	Approved	N/A
January 13, 2003 #3238 CNO filed 2/6/03 #3227	11/1/02 – 11/30/02	\$28,150.50	\$4,980.91	Approved @ 80% (\$22,520. 40)	Approved @ 100%
February 6, 2003 #3345 CNO filed 3/27/03 #3557	12/1/02 – 12/31/02	\$21,414.00	\$3,594.17	Approved @ 80% (\$17,131. 20 )	Approved @ 100%
February 14, 2003 Order signed on 7/28/03	10/1/03 – 12/31/03	\$75,625.50	\$13,915.34	Approved for \$72,625.50	Approved @ 100%
March 21, 2003 # 3536 CNO filed 4/15/03 #3666	1/1/03 – 1/31/03	\$77,836.00	\$6,477.81	Approved @ 80% (\$62,268.80)	Approved @ 100%
April 22, 2003 #3701 CNO filed 5/15/03 #3794	2/1/03 – 2/28/03	\$28,050.00	\$3,923.92	Approved @ 80% (\$22,440.00)	Approved @ 100%
May 28, 2003 #3836 CNO filed 7/3/03 #3999	3/1/03 – 3/31/03	\$14,142.00	\$471.79	Approved @ 80% (\$11,313.60)	Approved @ 100%
June 3, 2003 #3864 Order signed 9/22/03 #4480	1/1/03 – 3/31/03	\$120,028.00	\$10,873.52	Approved for \$118,379.00	Approved @ 100%
June 18, 2003 #3912 CNO filed 7/11/03 #4054	4/1/03 – 4/30/03	\$21,507.50	\$370.10	Approved @ 80% (\$17,206.00)	Approved @ 100%
August 7, 2003	5/1/03 –	\$22,184.50	\$864.72	Approved @	Approved @

Date Filed Docket No.	Period Covered	REQUESTED		APPROVED	
		Fees	Expenses	Fees	Expenses
#4181 CNO filed 9/24/03 #4475	5/31/03			80% (\$17,747.60)	100%
September 9, 2003 #4407 CNO filed 10/2/03 #4524	6/1/03 – 6/30/03	\$28,764.50	\$9,472.70	Approved @ 80% (\$23,011.60)	Approved @ 100%
September 26, 2003 #4495 & 4496	4/1/03 – 6/30/03	\$72,456.50	\$10,707.52	Approved for \$72,456.50	Approved @ 100%
October 17, 2003 #4583 CNO filed 11/12/03 #4685	7/1/03 – 7/31/03	\$11,104.50	\$2,829.93	Approved @ 80% (\$8,883.60)	Approved @ 100%
November 6, 2003 #4666 CNO filed 12/9/03 #4798	8/1/03 – 8/31/03	\$3,427.50	\$2,242.92	Approved @ 80% (\$2,742.00)	Approved @ 100%
November 25, 2003 #4751 CNO filed 12/16/03 #4813	9/1/03 – 9/30/03	\$9,912.00	\$2,311.40	Approved @ 80% (\$7,929.60)	Approved @ 100 %
December 16, 2003 #4822 & 4823 Order filed 4/26/04	7/1/03- 9/30/03	\$24,444.00	\$7,370.04	Approved for \$24,440.00	Approved @ 100%
November 25, 2003 # 4752 CNO filed 12/16/03 #4814	10/1/03- 10/31/03	\$6,779.00	\$3,507.88	Approved @ 80% (\$5,423.20)	Approved @ 100%
December 31, 2003 #4893 CNO filed 2/3/04 #5052	11/1/03 – 11/30/03	\$16,464.50	\$2,478.06	Approved @ 80% (\$13,171.60)	Approved @ 100%
February 20, 2004 #5144 CNO filed 4/1/04 #5459	12/1/03 – 12/31/03	\$18,088.50	\$2,839.22	Approved @ 80% (\$14,470.80)	Approved @ 100%
February 25, 2004 #5165 Order filed 6/16/04 #5822	10/1/04 – 12/31/04	\$41,332.00	\$8,825.16	Approved for \$41,332.00	Approved @ 100%
March 29, 204 #5362 CNO filed 4/22/04	1/1/04 – 1/31/04	\$39,097.50	\$2,315.38	Approved @ 80% (\$31,278.00)	Approved @ 100%

		<b>REQUESTED</b>		<b>APPROVED</b>	
<b>Date Filed Docket No.</b>	<b>Period Covered</b>	<b>Fees</b>	<b>Expenses</b>	<b>Fees</b>	<b>Expenses</b>
April 20, 2004 #5464 CNO filed 6/22/04 #5872	2/1/04 – 2/29/04	\$61,379.50	\$2,435.48	Approved @ 80% (\$49,103.60)	Approved @ 100%
June 1, 2004 #5678 CNO filed 6/22/04 #5873	3/1/04 – 3/31/04	\$266,775.00	\$9,819.15	Approved @ 80% (\$213,420.00)	Approved @ 100%
June 9, 2004 #5766 & 5767 (Objections due 6/29/04)	1/1/04 – 3/31/04	\$367,258.00	\$14,570.01	Pending	Pending
July 1, 2004 #5915 CNO filed 7/28/04	4/1/04 – 4/30/04	\$242,320.50	\$33,506.28	Approved @ 80% (\$293,806.40)	Approved @ 100%
July 29, 2004 #6066 (Objections due August 18, 2004)	5/1/04 – 5/31/04	\$205,386.50	\$3,393.87	Pending	Pending
Pending	6/1/04 – 6/30/04	\$181,394.50	\$41,141.14	Pending	Pending

**SUMMARY OF COMPENSATION FOR THE FEE PERIOD  
JUNE 1, 2004 THROUGH JUNE 30, 2004**

Name of Professional Person	Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation (\$)
<b>PARTNERS</b>				
Anthony J. Marchetta	1974	465.00	34.1	\$15,856.50
John P. Scordo	1988	380.00	2.0	\$760.00
William S. Hatfield	1993	300.00	22.6	\$6,780.00
Michael E. Waller	1990	345.00	114.9	\$39,640.50
Robert G. Rose	1974	395.00	1.0	\$395.00
Scott A. Zuber	1987	350.00	0.3	\$105.00
<b>COUNSEL</b>				
Barry M. Benjamin	1993	360.00	10.0	\$3,600.00
Brian E. Moffitt	1992	290.00	126.4	\$36,656.00
<b>ASSOCIATES</b>				
Kristen M. Jasket	2000	200.00	6.7	\$1,340.00
Robert L. Pitkofsky	2001	180.00	80.5	\$14,490.00
David J. Aquadro	1998	160.00	103.0	\$16,480.00
Jeffrey S. Mandel	1998	245.00	2.3	\$563.50
Alvin Clay Knight	1998	160.00	106.0	\$16,960.00
Ashley Suedkamp	Pending	160.00	95.0	\$15,200.00
<b>PARAPROFESSIONALS</b>				
Douglas Florence	N/A	105.00	19.3	\$2,026.50
Fatihah Crowley	N/A	105.00	43.7	\$4,588.50
K. Grazioso	N/A	90.00	18.2	\$1,638.00
K. Stehnacs	N/A	90.00	17.6	\$1,584.00
Susan Parker	N/A	115.00	22.6	\$2,599.00
Brian Y. Lawrence	N/A	110.00	1.2	\$132.00
<b>Grand Total Time Reports (Hours and Dollars) for the Fee Period June 1, 2004 through June 30, 2004</b>			<b>827.4</b> <b>Total Hours</b>	<b>\$181,394.50</b>



**SUMMARY OF EXPENSES FOR THE FEE PERIOD  
JUNE 1, 2004 THROUGH JUNE 30, 2004**

TYPE OF EXPENSE	
Recording fee #10507 S#5571 Ex 7601 Janet	\$35.00
PD UPS TO ROSELAND, NJ; WSH; INV # 81207244	\$7.74
PD UPS TO SUMMIT, NJ; WSH; INV # 81207244	\$7.74
PD UPS TO ROSELAND, NJ; WSH; INV # 81207244	\$7.74
PD UPS TO SOMERVILLE, NJ; WSH; INV # 81207244	\$7.74
PD UPS TO DOVER, NJ; WSH; INV # 81207244	\$7.74
PD UPS TO CHERRY HILL, NJ; WSH; INV # 81207244	\$7.74
PD UPS TO TRENTON, NJ; WSH; INV # 81207244	\$9.84
PD UPS TO SPRINGFIELD, NJ; WSH; INV # 81207254	\$10.00
Duplicating	\$178.00
Postage	\$17.82
PD MEAL EXPENSE; BEM; UH&P7P; 6-15-04	\$23.50
PD MEAL EXPENSES; CK# 261438	\$24.33
PD MEAL EXPENSES; BEM; CK# 261438	\$31.22
Paid Skyline Duplication for services rendered #10501; S#5574	\$60.21
Paid Skyline Duplication for services rendered #10501; S#5574	\$685.82
Paid Skyline Duplication for services rendered #10501; S#5574	\$157.73
Paid Acro Photo Print, Inc. for services rendered #10501; S#5602	\$4,727.32
Paid Skyline Duplication #10501 S#5640	\$10,320.16
Paid Skyline Duplication #10501 S#5640	\$3,084.60
Paid Skyline Duplication #10501 S#5640	\$4,043.79
Paid Skyline Duplication for services rendered #10501; S#5574	\$2,451.52
Paid Skyline Duplication for services rendered #10501; S#5574	\$1,096.15
Paid Skyline Duplication #10501 S#5643	\$1,469.80
PD TRAVEL EXPENSE; BEM; UH&P7P; 6-15-04	\$34.25
PD TRAVEL EXPENSE; BEM; UH&P7P; 6-15-04	\$1.50
PD AMEX FOR TRAVEL EXPENSE; AJM; CK# 261789	\$65.24
PD AMEX FOR TRAVEL EXPENSE; MEW; CK# 261789	\$14.00
PD TRAVEL EXPENSE; BEM; UH&P7P; 6-15-04	\$34.25
PD TRAVEL EXPENSE; BEM; UH&P7P; 6-15-04	\$3.00
PD AMEX FOR TRAVEL EXPENSE; MEW; CK# 261789	\$30.86
PD AMEX FOR TRAVEL EXPENSE; MEW; CK# 261789	\$10.00

PD INTEGRITY EXPRESS TO FLORHAM PARK, NJ; BEM; CK # 262150	\$124.35
PD UPS TO NEW YORK NY; BEM; INV# 81207224	\$9.84
Paid Romanelli's #54567 10504 S#5605	\$29.10
Pd BMW Messenger Service to 500 Pearl St, New York, NY; AJM; CK # 262067	\$40.90
Pd BMW Messenger Service to 225 BWay, New York, NY; AJM; CK # 262067	\$10.45
Paid Skyline Duplication #10501 S#5640	\$144.69
Paid Skyline Duplication #10501 S#5643	\$297.44
PD TRAVEL EXPENSES TO NEW YORK CITY; AJM; CK# 262561	\$45.88
PD AMEX FOR TRAVEL EXPENSE; MEW; CK# 261789	\$14.00
PD UPS TO MEMPHIS, TN; SP; INV# 81207234	\$82.18
PD GEN MESS TO NEW YORK NY; SUP; INV# 103732	\$139.31
PD UPS TO NEW YORK, NY; MEW; INV # 81207244	\$7.74
Paid Skyline Duplication #10501 S#5643	\$766.22
Paid Skyline Duplication #10501 S#5643	\$501.80
PD GEN MESS TO NEW YORK CITY; CK# 262200	\$115.06
Fee for service of subpoena on Stewart Smith #10501 S#5585 Ex 8228	\$75.00
PD UPS TO NEW YORK, NY; BEM; INV # 81207254	\$7.74
Paid Skyline Duplication #10501 S#5643	\$1,394.43
PD UPS TO CHICAGO, IL; BEM; INV # 81207254	\$9.71
Paid Skyline Duplication #10501 S#5640	\$5,592.98
PD MEAL EXPENSES; AJM; CK# 262561	\$11.70
PD TRAVEL EXPENSES TO NEW YORK; AJM; CK# 262561	\$100.85
PD UPS TO NEW YORK, NY; BEM; INV # 81207254	\$7.74
PD UPS TO NEW YORK, NY; BEM; INV # 81207254	\$7.74
DOCUMENT ACCESS FACILITY--ANNEX--JUNE 2004	\$2,864.00
Pd Aetna Central Judicial Services for Obtain Copy of Decision; BMB; Ck # 262607	\$6.00
Pd Aetna Central Judicial Services for Obtain Copy of Attached; BMB; Ck # 262607	\$10.00
Pd Aetna Central Judicial Services for Obtain Copy of Decision; BMB; Ck # 262670	\$16.00
Pd travel expenses; BMB; UH & P7P-6/30/04	\$4.00
<b>Grand Total Expenses for the Fee Period June 1, 2004 through June 30, 2004</b>	<b>\$41,141.14</b>

COMPENSATION BY PROJECT CATEGORY FOR THE FEE PERIOD		
PROJECT CATEGORIES	Total of June 1, 2004 - June 30, 2004	Total of April 2, 2001 - June 30, 2004
01 - Asset Analysis and Recovery		\$ 3,888.50
02 - Asset Disposition		\$ 13,881.00
03 - Business Operations		\$ 88,741.00
04 - Case Administration	\$ 28,093.50	\$ 432,018.60
05 - Claims Analysis, Objection, & Resolution (Asbestos)		\$ 6,449.00
06 - Claims Analysis, Objection, & Resolution (Non-asbestos)		
07 - Committee, Creditors', Noteholders' or Equity Holders'		\$ 1,830.00
08 - Employee Benefits/ Pension		
09 - Employment Applications, Applicant		\$ 882.00
10 - Employment Applications, Others		
11 - Fee Applications, Applicant	\$ 1,445.00	\$ 70,814.50
12 - Fee Applications, Others		\$ 1,179.00
13 - Financing		\$ 201.00
14 - Hearings		\$ 72,325.50
15 - Litigation and Litigation Consulting	\$ 151,724.00	\$ 1,691,212.60
16 - Plan and Disclosure Statement		\$ 41,393.00
17 - Relief from Stay Proceedings		\$ 185.50
18 - Tax Issues		\$ 4,247.00
19 - Tax Litigation		
20 - Travel - Non Working		
21 - Valuation		
22 - ZAI Science Trial		
23 - ZAI Science Trial - Expenses		
24 - Other	\$ 132.00	\$ 11,432.00
25 - Accounting/Auditing		
26 - Business Analysis		
27 - Corporate Finance		
28 - Data Analysis		
<b>TOTAL - FEES</b>	<b>\$ 181,394.50</b>	<b>\$ 2,440,680.20</b>
<b>TOTAL - EXPENSES</b>	<b>\$ 41,141.14</b>	<b>\$ 301,408.99</b>
<b>TOTAL FEES AND EXPENSES</b>	<b>\$ 222,535.64</b>	<b>\$ 2,742,089.19</b>